## In the claims:

For the convenience of the Examiner, all claims being examined, whether or not amended, are presented below. Please cancel claims 1-37 without prejudice.

- 38. (Amended) a method for modifying glucose metabolism in a glucose intolerant animal, comprising administering to the animal a composition including one or more protease inhibitors which inhibit DPIV-mediated proteolysis with a K<sub>i</sub> in the nanomolar or less range.
- 39. (Amended) A method for modifying glucose metabolism in a glucose intolerant animal, comprising administering to the animal a composition including one or more protease inhibitors which inhibit the proteolysis of glucagon-like peptide 1 (GLP-1) with a K<sub>i</sub> in the nanomolar or less range.
- 40. (Amended) A method for modifying metabolism of a peptide hormone in a glucose intolerant animal, comprising administering to the animal a composition including one or more inhibitors of dipeptidylpeptidase IV (DPIV), wherein the inhibitor inhibits DPIV with a K<sub>i</sub> in the nanomolar or less range, in an amount sufficient to increase the plasma half-life of the peptide hormone, which peptide hormone is selected from glucagon-like peptide 2 (GLP-2), growth hormone-releasing factor (GHRF), vasoactive intestinal peptide (VIP), peptide histidine isoleucine (PHI), pituitary adenylate cyclase activating peptide (PACAP), gastric inhibitory peptide (GIP), helodermin, Peptide YY and neuropeptide Y.
- (Amended) A method for modifying glucose metabolism of a glucose intolerant animal, comprising administering to the animal a composition including a boronyl peptidomimetic inhibitor of a peptide selected from Pro-Pro, Ala-Pro, and (D)-Ala-(L)-Ala.

- 42. (Amended) The method of claim 41 wherein, the glucose intolerance in the animal is a result of a deletion or disruption of the gene encoding for a glucagon type peptide 1 (GLP-1) receptor.
- The method of claim 42 wherein, the glucagon type peptide is GLP-1 or GLP-2.
- 46. (Amended) The method of claim 38, 39, 40 or 41, wherein administering the inhibitor reduces one or more of insulin resistance, glucose intolerance, hyperglycemia, hyperinsulinemia, obesity, hyperlipidemia, or hyperlipoproteinemia.
- 47. The method of claim 38, 39, 40 or 41, wherein the inhibitor has an EC<sub>50</sub> for modification of glucose metabolism which is at least one order of magnitude less than its EC<sub>50</sub> for immunosuppression.
- 48. (Amended) The method of claim 38, 39, 40 or 41, wherein the inhibitor has an EC<sub>50</sub> for inhibition of glucose tolerance in the nanomolar or less range.

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- 49. The method of claim 38, 39, 40 or 41, wherein the inhibitor has an EC<sub>50</sub> for immunosuppression in the  $\mu M$  or greater range.
- 50. The method of any of claim 38, 39, 40 or 41, wherein the inhibitor has a K<sub>i</sub> for DPIV inhibition of 0.5 nM or less.
- 51. (Amended) The method of claim 38, 39, or 40, wherein the inhibitor is peptidomimetic of a peptide selected from Pro-Pro, Ala-Pro, and (D)-Ala-(L)-Ala.
- The method of claim 38, 39, 40 or 41, wherein the inhibitor has a molecular weight less than 7500 amu.
- The method of claim 38, 39, 40 or 41, wherein the inhibitor is administered orally.

## 54. (Amended) the method of claim 38, 39, 40 or 41, wherein the inhibitor is represented by the general Formula VII:

$$\begin{array}{c|c}
 & R_2 \\
 & A \\
 & R_1 \\
 & R_3 \\
 & (VII)
\end{array}$$

wherein,

A represents a 4-8 membered heterocycle including a N and a  $C\alpha$  carbon;

Z represents C or N;

W represents -CH=NR<sub>5</sub>,

R<sub>1</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog, or an amino-protecting group,

R<sub>2</sub> is absent or represents one or more substitutions to the ring A, each of which can independently be a halogen, a lower alkyl, a lower alkenyl, a lower alkynyl, a carbonyl, a thiocarbonyl, an amino, an acylamino, an amido, a cyano, a nitro, an azido, a sulfate, a sulfonate, a sulfonamido, -(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-OH, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkenyl, -(CH<sub>2</sub>)<sub>n</sub>-O-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-SH, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkenyl, or -(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>:

if Z is N, R<sub>3</sub> represents a hydrogen;

if Z is C, R<sub>3</sub> represents a hydrogen or a halogen, a lower alkyl, a lower alkenyl, a lower alkynyl, a carbonyl, a thiocarbonyl, an amino, an acylamino, an amido, a cyano, a nitro, an azido, a sulfate, a sulfonate, a sulfonamido, -(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-OH, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkenyl, -(CH<sub>2</sub>)<sub>m</sub>-O-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-SH, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkenyl, or -(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>;

R<sub>5</sub> represents a hydrogen, an alkyl, an alkenyl, an alkynyl,  $-C(X_1)(X_2)X_3$ ,  $-(CH_2)_m-R_7$ ,  $-(CH_2)_n-OH$ ,  $-(CH_2)_n-O-alkyl$ ,  $-(CH_2)_n-O-alkynyl$ ,  $-(CH_2)_n-O-alkynyl$ ,  $-(CH_2)_n-S-alkyl$ ,  $-(CH_2)_n-S-alkyl$ ,  $-(CH_2)_n-S-alkynyl$ ,  $-(CH_2)_n-S-(CH_2)_n-R_7$ ,  $-C(O)C(O)NH_2$ , or  $-C(O)C(O)OR^*_7$ ;

 $R_6$  represents a hydrogen, a halogen, an alkyl, an alkenyl, an alkynyl, an aryl, -(CH2)\_m-  $R_7, \ -(CH_2)_m-OH, \ -(CH_2)_m-O-alkyl, \ -(CH_2)_m-O-alkenyl, \ -(CH_2)_m-O-alkynyl, \ -(CH_2)_m-O-alkynyl, \ -(CH_2)_m-S-alkyl, \ -(CH_2)_m-S-alkyl, \ -(CH_2)_m-S-alkyl, \ -(CH_2)_m-S-alkynyl, \ -(CH_2)_m-S-(CH_2)_m-R_7,$ 

$$-(CH_2)_m - N + \begin{pmatrix} R_8 \\ R_9 \end{pmatrix}, -(CH_2)_n - C - N + \begin{pmatrix} R_8 \\ R_9 \end{pmatrix}, -(CH_2)_n - NH_2 - C - NH_2 \end{pmatrix}, -(CH_2)_n - C - C - R_7$$

$$-(CH_2)_n - C - alkyl \ , \quad -(CH_2)_n - C - alkenyl \ , \quad -(CH_2)_n - C - alkynyl \ , or \quad -(CH_2)_n - C - (CH_2)_m - R_7 \ .$$

R<sub>7</sub> represents, for each occurrence, a substituted or unsubstituted aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;

R'<sub>7</sub> represents, for each occurrence, hydrogen, or a substituted or unsubstituted alkyl, alkenyl, aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;

 $R_8$  and  $R_9$  each independently represent hydrogen, alkyl, alkenyl,  $-(CH_2)_m-R_7$ , -C(=O)-alkyl, -C(=O)-alkynyl, or -C(=O)-( $CH_2$ )<sub>m</sub>- $R_7$ ,

or R<sub>8</sub> and R<sub>9</sub> taken together with the N atom to which they are attached complete a heterocyclic ring having from 4 to 8 atoms in the ring structure;

R<sub>50</sub> represents O or S;

R<sub>51</sub> represents N<sub>3</sub>, SH, NH<sub>2</sub>, NO<sub>2</sub> or OR'<sub>7</sub>;

R<sub>52</sub> represents hydrogen, a lower alkyl, an amine, OR'<sub>7</sub>, or a pharmaceutically acceptable salt, or R<sub>51</sub> and R<sub>52</sub> taken together with the phosphorous atom to which they are attached complete a heterocyclic ring having from 5 to 8 atoms in the ring structure;

X<sub>1</sub> represents a halogen;

X<sub>2</sub> and X<sub>3</sub> each represent a hydrogen or a halogen;

m is zero or an integer in the range of 1 to 8; and

n is an integer in the range of 1 to 8.

55. (Amended) The method of claim 54, wherein

W represents -CH=NR<sub>5</sub>,

$$\{ - \overset{O}{\underset{\longrightarrow}{\text{ii}}} - \chi_1 , \overset{O}{\underset{\searrow}{\text{ii}}} \overset{O}{\underset{\longrightarrow}{\text{P}}} \chi_1 , \\ \{ - \overset{O}{\underset{\longrightarrow}{\text{ii}}} - \chi_2 , \overset{O}{\underset{\longrightarrow}{\text{P}}} - \chi_2 , \\ \{ - \overset{O}{\underset{\longrightarrow}{\text{P}}} - \chi_2 , \overset{O}{\underset{\longrightarrow}{\text{P}}} - \chi_2 ) \\ = \overset{O}{\underset{\longrightarrow}{\text{P}}} - \chi_2 , \overset{O}{\underset{\longrightarrow}{\text{P}}} \overset{O}{\underset{\longrightarrow}{\text{P}}} - \chi_2 )$$

R<sub>5</sub> represents a hydrogen, an alkyl, an alkenyl, an alkynyl,  $-C(X_1)(X_2)X_3$ ,  $-(CH_2)_m-R_7$ ,  $-(CH_2)_n-OH$ ,  $-(CH_2)_n-$ 

R<sub>7</sub> represents, for each occurrence, a substituted or unsubstituted aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;

R'<sub>7</sub> represents, for each occurrence, hydrogen, or a substituted or unsubstituted alkyl, alkenyl, aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;

Y<sub>1</sub> and Y<sub>2</sub> can independently or together be hydroxyl, or taken together Y<sub>1</sub> and Y<sub>2</sub> are connected via a ring having from 5 to 8 atoms in the ring structure which is hydrolyzed to hydroxy groups under physiological conditions;

R<sub>50</sub> represents O or S;

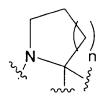
 $R_{51}$  represents  $N_3$ , SH,  $NH_2$ ,  $NO_2$  or  $OR'_7$ ;

R<sub>52</sub> represents hydrogen, a lower alkyl, an amine, OR'<sub>7</sub>, or a pharmaceutically acceptable salt, or R<sub>51</sub> and R<sub>52</sub> taken together with the phosphorous atom to which they are attached complete a heterocyclic ring having from 5 to 8 atoms in the ring structure;

X1 represents a halogen; and

 $X_2$  and  $X_3$  each represent a hydrogen or a halogen.

56. The method of claim 54, wherein the ring A is represented by the formula



wherein,

## 57. (Amended) The method of claim 54, wherein W represents

$$\begin{tabular}{lll} $ & & & \\ & & & \\ & & & \\ & & & \\ & & \\ & & & \\ &$$

## The method of claim 54, wherein $R_1$ represents

 $R_{36}$  represents a small hydrophobic group and  $R_{38}$  is hydrogen, or,  $R_{36}$  and  $R_{38}$  together form a 4-7 membered heterocycle including the N and the  $C\alpha$  carbon, as defined for A above; and

R<sub>40</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog, or an amino-protecting group.

- 59. The method of claim 54, wherein R<sub>2</sub> is absent, or represents a small hydrophobic group.
- The method of claim 54, wherein R<sub>3</sub> is a hydrogen, or a small hydrophobic group.
- The method of claim 54, wherein  $R_5$  is a hydrogen, or a halogenated lower alkyl.
- The method of claim 54, wherein  $X_1$  is a fluorine, and  $X_2$  and  $X_3$ , if halogens, are fluorine.

63. The method of claim 54, wherein the inhibitor is represented by the generalFormula (VIII):

$$R_1$$
 $B$ 
 $OR_{12}$ 
 $(VI\underline{II})$ 

wherein,

R<sub>1</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog,

$$R_6$$
  $R_6$   $R_6$ 

 $R_6$  represents a hydrogen, a halogen, an alkyl, an alkenyl, an alkynyl, an aryl, -(CH2)\_m-  $R_7, \ -(CH_2)_m-OH, \ -(CH_2)_m-O-alkyl, \ -(CH_2)_m-O-alkenyl, \ -(CH_2)_m-O-alkynyl, \ -(CH_2)_m-O-(CH_2)_m-R_7, \ -(CH_2)_m-SH, \ -(CH_2)_m-S-alkyl, \ -(CH_2)_m-S-alkenyl, \ -(CH_2)_m-S-alkynyl, \ -(CH_2)_m-S-(CH_2)_m-R_7,$ 

R<sub>7</sub> represents an aryl, a cycloalkyl, a cycloalkenyl, or a heterocycle;

 $R_8$  and  $R_9$  each independently represent hydrogen, alkyl, alkenyl,  $-(CH_2)_m-R_7$ , -C(=O)-alkyl, -C(=O)-alkynyl, or -C(=O)-( $CH_2$ ) $_m-R_7$ ,

or R<sub>8</sub> and R<sub>9</sub> taken together with the N atom to which they are attached complete a heterocyclic ring having from 4 to 8 atoms in the ring structure;

 $R_{11}$  and  $R_{12}$  each independently represent hydrogen, an alkyl, or a pharmaceutically acceptable salt, or  $R_{11}$  and  $R_{12}$  taken together with the O-B-O atoms to which they are attached complete a heterocyclic ring having from 5 to 8 atoms in the ring structure;

m is zero or an integer in the range of 1 to 8; and

n is an integer in the range of 1 to 8.

64. (Amended) The method of claim 54, wherein the inhibitor is represented by the general Formula IX:

$$R_1$$
  $O$   $H$   $(IX)$ 

wherein

R<sub>1</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog,

$$R_6$$
  $R_6$   $R_6$ 

 $R_6 \text{ represents a hydrogen, a halogen, an alkyl, an alkenyl, an alkynyl, an aryl, -(CH_2)_m-R_7, -(CH_2)_m-O-alkyl, -(CH_2)_m-O-alkyl, -(CH_2)_m-O-alkynyl, -(CH_2)_m-O-alkyn$ 

$$\begin{split} &(\text{CH}_2)_m\text{-O-}(\text{CH}_2)_m\text{-R}_7, & -(\text{CH}_2)_m\text{-SH}, & -(\text{CH}_2)_m\text{-S-alkyl}, & -(\text{CH}_2)_m\text{-S-alkenyl}, & -(\text{CH}_2)_m\text{-S-alkynyl}, & -(\text{CH}_2)_m\text{-S-(CH}_2)_m\text{-R}_7, \end{split}$$

R<sub>7</sub> represents an aryl, a cycloalkyl, a cycloalkenyl, or a heterocycle;

 $R_8$  and  $R_9$  each independently represent hydrogen, alkyl, alkenyl, -(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -C(=O)-alkyl, -C(=O)-alkyl, or -C(=O)-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>,

or R<sub>8</sub> and R<sub>9</sub> taken together with the N atom to which they are attached complete a heterocyclic ring having from 4 to 8 atoms in the ring structure;

m is zero or an integer in the range of 1 to 8; and

n is an integer in the range of 1 to 8.

65. (Amended) The method of claim 54, wherein the inhibitor is represented by the general formula:

$$R_1$$
 $X_3$ 
 $X_2$ 
 $X_1$ 

wherein,

R<sub>1</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide, or peptide analog,

$$R_6$$
  $R_6$   $R_6$ 

 $R_6 \text{ represents a hydrogen, a halogen, an alkyl, an alkenyl, an alkynyl, an aryl, -(CH_2)_m-R_7, -(CH_2)_m-O-alkyl, -(CH_2)_m-O-alkyl, -(CH_2)_m-O-alkynyl, -(CH_2)_m-O-(CH_2)_m-R_7, -(CH_2)_m-SH, -(CH_2)_m-S-alkyl, -(CH_2)_m-S-alkyl, -(CH_2)_m-S-alkyl, -(CH_2)_m-S-alkynyl, -(CH_2)_m-S-(CH_2)_m-R_7,$ 

$$-(CH_2)_m - N + \begin{pmatrix} R_8 \\ R_9 \end{pmatrix} - (CH_2)_n - C - N + \begin{pmatrix} R_8 \\ R_9 \end{pmatrix} - (CH_2)_n - NH_2 - C - NH_2 + (CH_2)_n - NH_2 - C - NH_2 + (CH_2)_n - NH_2 - C - NH_2 + (CH_2)_n - (CH_2)_n$$

$$-(CH_2)_n - C - alkyl , -(CH_2)_n - C - alkenyl , -(CH_2)_n - C - alkynyl , or -(CH_2)_m - R_7 .$$

R<sub>7</sub> represents an aryl, a cycloalkyl, a cycloalkenyl, or a heterocycle;

 $R_8$  and  $R_9$  each independently represent hydrogen, alkyl, alkenyl, -(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -C(=O)-alkyl, -C(=O)-alkyl, -C(=O)-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, or

R<sub>8</sub> and R<sub>9</sub> taken together with the N atom to which they are attached complete a heterocyclic ring having from 4 to 8 atoms in the ring structure;

 $X_1$ ,  $X_2$  and  $X_3$  each represent a hydrogen or a halogen;

m is zero or an integer in the range of 1 to 8; and

n is an integer in the range of 1 to 8.

66. (Amended) the method of claim 54, wherein the inhibitor is represented by the general Formula Xa or Xb:

$$R_{30}$$
 $R_{2}$ 
 $R_{2}$ 
 $R_{30}$ 
 $R_{30}$ 

wherein,

A represents a 4-8 membered heterocycle including a N and a  $C\alpha$  carbon;

W represents -CN, -CH=NR<sub>5</sub>,

$$\{ - \overset{O}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ \overset{}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ } \} - \overset{O}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ } \\ - \overset{O}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ } - \overset{O}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ } - \overset{O}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ } - \overset{O}{\overset{}_{\stackrel{}{\stackrel{}}{\stackrel{}}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{}}{\stackrel{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{}}{\stackrel{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{}}{\stackrel{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{O}{\overset{O}{\overset{}}} - X_1 \ , \ \ } - \overset{O}{\overset{\circ}{\overset{\circ}} - X_1 \ , \ \ } - \overset{\circ}{\overset{\circ}{\overset{\circ}} - X_1 \ , \ \ } - \overset{\circ}{\overset{\circ}{\overset{\circ}} - X_1 \ , \ \ } - \overset{\circ}{\overset{\circ}{\overset{\circ}} - X_1 \ , \ \ } - \overset{\circ}{\overset{\circ}{\overset{\circ}} - X_1 \ , \ \ } - \overset{\circ}{\overset{\circ}{\overset{\circ}} - X_1 \ , \ \ }$$

R<sub>1</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog, or an amino-protecting group,

R<sub>3</sub> represents a hydrogen or a halogen, a lower alkyl, a lower alkenyl, a lower alkynyl, a carbonyl, a thiocarbonyl, an amino, an acylamino, an amido, a cyano, a nitro, an azido, a sulfate, a sulfonate, a sulfonamido, -(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-OH, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkenyl, -(CH<sub>2</sub>)<sub>n</sub>-O-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-SH, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkenyl, or -(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>;

 $R_5$  represents a hydrogen, an alkyl, an alkenyl, an alkynyl,  $-C(X_1)(X_2)X_3$ ,  $-(CH_2)_m-R_7$ ,  $-(CH_2)_n-OH$ ,  $-(CH_2)_n-O-alkyl$ 

 $(CH_2)_m-R_7$ ,  $-(CH_2)_n-SH$ ,  $-(CH_2)_n-S-alkyl$ ,  $-(CH_2)_n-S-alkenyl$ ,  $-(CH_2)_n-S-alkynyl$ ,  $-(CH_2)_n-S-(CH_2)_m-R_7$ ,  $-C(O)C(O)NH_2$ , or  $-C(O)C(O)OR^*_7$ ;

 $R_6 \text{ represents a hydrogen, a halogen, an alkyl, an alkenyl, an alkynyl, an aryl, -(CH_2)_m-R_7, -(CH_2)_m-O-alkyl, -(CH_2)_m-O-alkyl, -(CH_2)_m-O-alkynyl, -(CH_2)_m-O-(CH_2)_m-R_7, -(CH_2)_m-SH, -(CH_2)_m-S-alkyl, -(CH_2)_m-S-alkyl, -(CH_2)_m-S-alkyl, -(CH_2)_m-S-alkynyl, -(CH_2)_m-S-(CH_2)_m-R_7,$ 

$$-(CH_{2})_{m}-N \nearrow \begin{array}{c} R_{8} \\ R_{9} \end{array}, \quad -(CH_{2})_{n}-C-N \nearrow \begin{array}{c} R_{8} \\ R_{9} \end{array}, \quad -(CH_{2})_{n}-NH_{2}-C-NH_{2} \end{array}, \quad -(CH_{2})_{n}-C-C-R_{7}$$

$$-(CH_2)_{\text{n}}-C-\text{alkyl}\,, \quad -(CH_2)_{\text{n}}-C-\text{alkenyl}\,, \quad -(CH_2)_{\text{n}}-C-\text{alkynyl}\,\,, \text{ or } -(CH_2)_{\text{n}}-C-(CH_2)_{\text{m}}-R_7$$

R<sub>7</sub> represents, for each occurrence, a substituted or unsubstituted aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;

R'<sub>7</sub> represents, for each occurrence, hydrogen, or a substituted or unsubstituted alkyl, alkenyl, aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;

 $R_8$  and  $R_9$  each independently represent hydrogen, alkyl, alkenyl,  $-(CH_2)_m-R_7$ , -C(=O)-alkyl, -C(=O)-alkynyl, or -C(=O)-( $CH_2$ )<sub>m</sub>- $R_7$ ,

or R<sub>8</sub> and R<sub>9</sub> taken together with the N atom to which they are attached complete a heterocyclic ring having from 4 to 8 atoms in the ring structure;

R<sub>32</sub> is a small hydrophobic group;

R<sub>30</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog, or an amino-protecting group;

R<sub>50</sub> represents O or S;

R<sub>51</sub> represents N<sub>3</sub>, SH, NH<sub>2</sub>, NO<sub>2</sub> or OR'<sub>7</sub>;

R<sub>52</sub> represents hydrogen, a lower alkyl, an amine, OR'<sub>7</sub>, or a pharmaceutically acceptable salt, or R<sub>51</sub> and R<sub>52</sub> taken together with the phosphorous atom to which they are attached complete a heterocyclic ring having from 5 to 8 atoms in the ring structure;

X<sub>1</sub> represents a halogen;

 $X_2$  and  $X_3$  each represent a hydrogen or a halogen;

m is zero or an integer in the range of 1 to 8; and

n is an integer in the range of 1 to 8.

67. (Amended) The method of claim 38, 39, or 40, wherein the inhibitor is represented by the general Formula XI:

wherein,

W represents a functional group which reacts with an active site residue of the targeted protease selected from -CN, -CH=NR<sub>5</sub>,

R<sub>1</sub> represents a C-terminally linked amino acid residue or amino acid analog, or a C-terminally linked peptide or peptide analog, or an amino-protecting group, or

$$R_6$$
  $R_6$   $R_6$ 

- R<sub>3</sub> represents hydrogen or a halogen, a lower alkyl, a lower alkenyl, a lower alkynyl, a carbonyl, a thiocarbonyl, an amino, an acylamino, an amido, a cyano, a nitro, an azido, a sulfate, a sulfonate, a sulfonamido, -(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-OH, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-O-lower alkenyl, -(CH<sub>2</sub>)<sub>n</sub>-O-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>, -(CH<sub>2</sub>)<sub>m</sub>-SH, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkyl, -(CH<sub>2</sub>)<sub>m</sub>-S-lower alkenyl, or -(CH<sub>2</sub>)<sub>n</sub>-S-(CH<sub>2</sub>)<sub>m</sub>-R<sub>7</sub>;
- $R_6$  represents a hydrogen, a halogen, an alkyl, an alkenyl, an alkynyl, an aryl,  $-(CH_2)_m$ - $R_7$ ,  $-(CH_2)_m$ -O-alkyl,  $-(CH_2)_m$ -O-alkenyl,  $-(CH_2)_m$ -O-alkynyl,  $-(CH_2)_m$ -O- $-(CH_2)_m$ - $-(CH_2)_m$ -S-alkyl,  $-(CH_2)_m$ -S-alkyl,  $-(CH_2)_m$ -S-alkynyl, or  $-(CH_2)_m$ -S- $-(CH_2)_m$ -R<sub>7</sub>;
- R<sub>7</sub> represents, for each occurrence, a substituted or unsubstituted aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;
- R'<sub>7</sub> represents, for each occurrence, hydrogen, or a substituted or unsubstituted alkyl, alkenyl, aryl, aralkyl, cycloalkyl, cycloalkenyl or heterocyclyl;
- R<sub>61</sub> and R<sub>62</sub>, independently, represent small hydrophobic groups;
- Y<sub>1</sub> and Y<sub>2</sub> can independently or together be OH or an alkoxyl, or taken together Y<sub>1</sub> and Y<sub>2</sub> are connected via a ring having from 5 to 8 atoms in the ring structure which is hydrolyzed to hydroxy groups under physiological conditions;

R<sub>50</sub> represents O or S;

R<sub>51</sub> represents N<sub>3</sub>, SH, NH<sub>2</sub>, NO<sub>2</sub> or OR'<sub>7</sub>;

R<sub>52</sub> represents hydrogen, a lower alkyl, an amine, OR'<sub>7</sub>, or a pharmaceutically acceptable salt, or R<sub>51</sub> and R<sub>52</sub> taken together with the phosphorous atom to which they are attached complete a heterocyclic ring having from 5 to 8 atoms in the ring structure;

X<sub>1</sub> represents a halogen;

 $X_2$  and  $X_3$ , independently for each occurrence, represent a hydrogen or a halogen;

m is zero or an integer in the range of 1 to 8; and

n is an integer in the range of 1 to 8.